

M91781

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(City/State/Zip/Phone #)

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JUL 30 2010

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: DESIGNERS CHOICE CABINETRY, INC.
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Matthew Monaghan, Esq.

Contact Person

Howze, Monaghan, Theriac, PLC

Firm/Company

96 Willard Street, Suite 302

Address

Cocoa, Florida 32922

City, State and Zip Code

jmurf@dccabinetry.com

E-mail address: (to be used for future annual report notification)

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For further information concerning this matter, please call:

Matthew Monaghan, Esq.

Name of Contact Person

at (321)

639-1320 Ext. 247

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Designers Choice	Florida	Corporation
Cabinetry, Inc. M91781		
RJ Properties, LLC 63-19393	Florida	Limited Liability Company

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Designers Choice Cabinetry, Inc.	Florida	Corporation

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THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

Not Applicable

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: Not Applicable

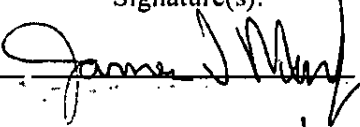
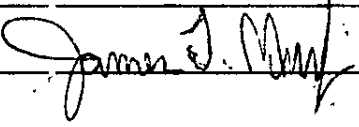
Mailing address:

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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Designers Choice		James Murfin, Pres.
Cabinetry, Inc.		
RJ Properties, LLC		James Murfin, Mgrm

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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Plan of Merger

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
DESIGNERS CHOICE CABINETRY, INC. (Subchapter S)	Florida	Corporation
RJ PROPERTIES, LLC Company	Florida	Limited Liability

SECOND: The exact name, form/entity type and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
DESIGNERS CHOICE CABINETRY, INC. (Subchapter S)	Florida	Corporation

THIRD: The terms and conditions of the merger are as follows:

This Plan of Merger is being done to comply with the Bankruptcy Order and related Amended Joint Plan of Reorganization (the "Chapter 11 Plan") submitted by DESIGNERS CHOICE CABINETRY, INC. and RJ PROPERTIES, LLC in Case No. 6:09-bk-08105-KSJ.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

All of the membership units in RJ Properties, LLC shall convert on a one-for-one basis into common stock of DESIGNERS CHOICE CABINETRY, INC. All

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members of RJ PROPERTIES, LLC shall be issued shares of stock in DESIGNERS CHOICE CABINETRY, INC. in exchange for membership units in RJ PROPERTIES, LLC.

- B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

All of the rights to acquire (if any) the interests or shares in RJ PROPERTIES, LLC, shall convert on a one-for-one basis into rights to acquire common stock of DESIGNERS CHOICE CABINETRY, INC.

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

Not Applicable

SIXTH: Other provisions, if any, relating to the merger are as follows:

A. Management and Control of DESIGNERS CHOICE CABINETRY, INC.

1. Directors. The operations of the DESIGNERS CHOICE CABINETRY, INC. shall be overseen by its Board of Directors. The Board of Directors shall have the power to request and obtain all financial data and operational information regarding the DESIGNERS CHOICE CABINETRY, INC. at any time. The Board of Directors shall have all corporate authority vested in boards of directors under the applicable laws of the State of Florida including the power to appoint and terminate officers and to liquidate the DESIGNERS CHOICE CABINETRY, INC. and to wind up its affairs, with all such powers to be exercised by a majority vote. The initial Director shall be James Murfin and he shall continue to serve until either: (i) the

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DESIGNERS CHOICE CABINETRY, INC. ceases to do business; or (ii) a Director resigns or is replaced by the shareholders in accordance with Florida law.

2. Officers. James Murfin shall be the Chief Executive Officer of the DESIGNERS CHOICE CABINETRY, INC.

B. Equity Interest in DESIGNERS CHOICE CABINETRY, INC.

All of the common stock in DESIGNERS CHOICE CABINETRY, INC. shall be issued to James Murfin or his designee.

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